

HELLER EHRLMAN LLP
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Facsimile: (212) 763-7600

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : **Chapter 11**
DELPHI CORPORATION, et al., : **Case No. 05-44481 (RDD)**
: **(Jointly Administered)**
Debtors. :

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**NOTICE OF FILING OF AFFIDAVIT OF LEGAL ORDINARY COURSE
PROFESSIONAL OF TIMOTHY W. BURNS**

PLEASE TAKE NOTICE of the filing of the attached affidavit of Timothy W. Burns,
Esq. in connection with the above-captioned Debtors' retention of Heller Ehrman LLP as
ordinary course legal professionals.

Dated: August 10, 2007

HELLER EHRLMAN LLP

By: /s/ Timothy S. Mehok
Carren Shulman (CS-2804)
Timothy S. Mehok (TM-3373)
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New York, New York 10036-6524
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UNITED STATES BANKRUPTCY COURT
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DELPHI CORPORATION, et al. : **Case No. 05-44481 (RDD)**
: **(Jointly Administered)**
Debtors. :
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AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF WISCONSIN)

) ss:

COUNTY OF DANE)

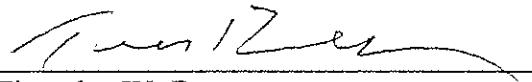
Timothy W. Burns, being duly sworn, deposes and says:

1. I am a shareholder of the law firm of Heller Ehrman LLP ("Heller Ehrman"), with an office at One East Main Street, Suite 201, Madison, Wisconsin, 53703.
2. Neither I, Heller Ehrman, nor any shareholder, auditor or other member of Heller Ehrman, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. I have represented and advised the Debtors in insurance matters with respect to a broad range of aspects of the Debtors' businesses. Prior to the Debtors' bankruptcy filing, Heller Ehrman represented Delphi in corporate and litigation matters.

4. The Debtors have requested, and Heller Ehrman has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Heller Ehrman proposes, to render the following services to the Debtors:
 - a. To represent the Debtors in pending litigation against National Union Fire Insurance Company of Pittsburgh, PA, regarding the recovery of insurance proceeds pursuant to a director and officer liability policy;
 - b. To provide Debtors with general legal advice regarding director, officer, and fiduciary liability insurance; and
 - c. To provide Debtors with other general insurance legal advice.
5. Heller Ehrman's current fee arrangement is hourly plus reimbursement of expenses.
6. Except as set forth herein, no promises have been received by Heller Ehrman or any shareholder, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.
7. Heller Ehrman has no agreement with any entity to share with such entity any compensation received by Heller Ehrman.
8. Heller Ehrman is not adverse to the Debtors on any matter. During the Debtors' bankruptcy cases, Heller Ehrman represented a potential purchaser of assets of one of the Debtors and a creditor of another in negotiating a contract, however, both matters have been concluded. Heller Ehrman represented @Road, Inc. in a potential acquisition of the assets of MobileAria, Inc. The assets were sold to another entity and any potential claims arising from the proposed sale were released in August 2006. Heller Ehrman represented Kaiser Aluminum & Chemical Corporation in negotiating an ongoing contract with Delphi Corporation. The contract was finalized and while the parties do not expect further issues to arise, Heller Ehrman has sought and obtained the approval of Kaiser Aluminum to represent the Debtors in these bankruptcy cases.
9. Neither I, Heller Ehrman, nor any shareholder, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Heller Ehrman is to be engaged.

10. The foregoing constitutes the statement of Heller Ehrman LLP pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



Timothy W. Burns

Subscribed and sworn before me
this 6th day of August, 2007.

Timothy W. Burns
Notary Public, Wisconsin
My Commission Expires: 6-13-2010

CERTIFICATE OF SERVICE

I, Darryl McFadden hereby certify that on August 10, 2007, I served a copy of the Notice of Filing of Affidavit of Legal Ordinary Course Professional of Timothy W. Burns upon the following interested parties via first-class mail:

Delphi Corporation
ATTN: General Counsel
5725 Delphi Drive
Troy, MI 48098

Skadden, Arps, Slate, Meagher & Flom
ATTN: John WM. Butler, Jr., Esq.
333 West Wacker Drive
Suite 2100
Chicago, IL 60606

Latham & Watkins
ATTN: Mark A. Broude, Esq.
885 Third Avenue
New York, NY 10022

United States Trustee
ATTN: Alicia M. Leonhard, Esq.
33 Whitehall Street
Suite 2100
New York, NY 10044

Davis Polk & Wardell
ATTN: Marlane Melican
450 Lexington Avenue
New York, NY 10017

United States Trustee for the
Southern District of New York
ATTN: Deidre A. Martini, Esq.
33 Whitehall Street
Suite 2100
New York, NY 10044

Simpson Thacher & Bartlett LLP
ATTN: Marissa Wesley, Esq.
425 Lexington Avenue
New York, NY 10017

Dated: New York, New York
August 10, 2007

/s/ Darryl McFadden
Darryl McFadden